

JPMORGAN EMERGING MARKETS INVESTMENT TRUST PLC

NOMINATION COMMITTEE TERMS OF REFERENCE

Last approved: 30 July 2025

Terms of Reference

1.	PRIME RESPONSIBILITY
1.1.	To ensure that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. The Committee leads the process for Board appointments, ensures plans are in place for orderly succession to the Board, oversees the development of a diverse pipeline for succession and makes recommendations to the Board on these and related matters.
2.	MEMBERSHIP & QUORUM
2.1.	The members of the Committee will be appointed by the Board from amongst the Directors of the Company and will consist of not less than three members. A majority of members of the Committee should be independent non-executive directors.
2.2.	A quorum will be two members. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
2.3.	The Chair of the Committee will be appointed by the Board and should either be the Chair of the Board or an independent non-executive Director of the Company. The Chair of the Board will not chair the Committee when it is dealing with the matter of succession of the Chair of the Board.
2.4.	All Directors seek re-election on an annual basis. Members are appointed to the Committee on the same basis.
2.5.	The Committee's membership will be identified in the Annual Report.
3.	ATTENDANCE AT MEETINGS
3.1.	Only members of the Committee have the right to attend Committee meetings. Any other Board members may attend if invited by the Chair of the Committee.
3.2.	In the absence of the Chair of the Committee and/or an appointed deputy at a Committee meeting, the remaining members present will elect one of themselves to chair the meeting.
3.3.	Members must declare any conflicts of interest or potential conflicts of interest at the start of each meeting.
3.4.	The Committee may invite other individuals, including any other Directors of the Company, representatives of JPMorgan Asset Management and external advisers, to attend and

	<p>speak at meetings of the Committee when required, notwithstanding that they are not members of the Committee.</p>
4.	SECRETARY
4.1.	JPMorgan Funds Limited, or its nominee, will act as Secretary to the Committee and provide governance and administrative support to the Committee.
4.2.	The Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.
5.	FREQUENCY OF MEETINGS
5.1.	The Committee will meet at least once a year and at such other times as the Chair of the Committee or any other member of the Committee shall require.
5.2.	It is recommended that, as a minimum, the Committee meets prior to the approval of the Annual Report and Financial Statements to consider whether or not Directors should be recommended by the Board for election or re-election at the next Annual General Meeting.
6.	NOTICE OF MEETINGS
6.1.	Meetings of the Committee will be convened by the Secretary of the Committee at the request of the Chair of the Committee or any of its members.
6.2.	Unless otherwise agreed, notice of each meeting confirming the venue/electronic platform, time and date together with an agenda of items to be discussed, will be forwarded to each member of the Committee, any other person required to attend and all other non-executive Directors, no later than five working days before the date of the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time.
6.3.	Notices, agendas and supporting papers will be sent in electronic form where the recipient has agreed to receive documents in such a way.
7.	MINUTES
7.1.	The Secretary will minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
7.2.	Draft minutes of Committee meetings will be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless, exceptionally, it would be inappropriate to do so in the opinion of the Chair of the Committee.

8.	TRAINING
8.1.	An induction programme is provided for new Nomination Committee members and ongoing training is available for existing members of the Committee as appropriate.
9.	ENGAGEMENT WITH SHAREHOLDERS
9.1.	The Chair of the Committee (or, in his/her absence, at least one Committee member) should attend the AGM to answer shareholder questions on the Committee's activities and its responsibilities.
9.2.	The Chair of the Committee should be available to engage with shareholders on significant matters related to the Committee's areas of responsibility.
10.	AUTHORITY
	The Committee is authorised by the Board to:
10.1.	investigate any activity within its terms of reference;
10.2.	seek any information it requires in order to perform its duties from JPMorgan Asset Management, which will be instructed to co-operate with any request made by the Committee; and
10.3.	obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
11.	DUTIES
11.1.	<i>Composition of the Board</i>
11.1.1.	To review regularly the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and its committees and make recommendations to the Board with regard to any changes that are considered necessary. Consideration must be given to the length of service of the Board as a whole and the need for progressive refreshing of the Board.
11.1.2.	To keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the sector in which it operates.
11.1.3.	To review annually the Board tenure and succession planning and to monitor the tenure of each Director against best practice.
11.1.4.	To review annually the tenure of the Chair of the Board and to monitor the tenure of the Chair of the Board against best practice.

11.1.5.	To review annually the Board diversity and to monitor the composition of the Board against best practice.
11.1.6.	To give due consideration to all relevant legal and regulatory requirements, the provisions of the AIC Corporate Governance Code ¹ and published guidelines or recommendations regarding the nomination/appointment/retirement/tenure of company directors and the requirements of the FCA's UK Listing Rules sourcebook, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and any other applicable rules, as appropriate.
11.1.7.	The Committee will make recommendations to the Board:
(a)	concerning any changes needed to Board tenure and succession planning, the Chair of the Board's tenure and on diversity and inclusion if the Committee's periodic assessment indicates the desired outcomes have not been achieved;
(b)	concerning membership of the audit, remuneration and management engagement committees, and any other Board committees as appropriate, in consultation with the chair(s) of those committees;
(c)	with regard to the Chair of the Board, having assessed at least every three years whether the present incumbent will continue in post, taking into account the needs of continuity versus freshness of approach;
(d)	concerning suitable candidates for the role of Senior Independent Director;
(e)	concerning which Directors are independent or not independent for approval by the Board and for disclosure in the Annual Report; and
(f)	concerning any matters relating to the continuation in office as a Director of any Director at any time.
11.2.	<i>Succession planning</i>
11.2.1.	To ensure plans are in place for orderly succession to the Board, and to oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.
11.3.	<i>Appointments to the Board</i>
11.3.1.	To be responsible for identifying from a variety of sources, including the possible use of search consultants, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.

¹ Note: An updated version of the AIC Code will apply in respect of accounting periods beginning on or after 1 January 2025.

11.3.2.	To consider proposals for the re-appointment or promotion of directors and also any proposal for their dismissal, retirement, non re-appointment or any substantial change in their duties or responsibilities or the term of their appointment.
11.3.3.	Before any appointment is made by the Board, to evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the Committee will:
(a)	consider using open advertising or the services of external advisers to facilitate the search;
(b)	consider candidates from a wide range of backgrounds; and
(c)	consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.
11.3.4.	To ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role, proposing a full, formal and tailored induction plan and providing the appointee with a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
11.3.5.	The Committee will make recommendations to the Board:
(a)	concerning suitable candidates as new Directors; and
(b)	concerning the re-election by shareholders of any Director under the annual re-election provisions of the AIC Corporate Governance Code, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual Directors, the Chair of the Board and the Board as a whole.
11.4.	<i>Induction and training</i>
11.4.1.	To ensure that all new Directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and the sector in which it operates as well as their duties and responsibilities as a Director.
11.4.2.	To consider any training requirements for the Board as a whole.

11.5. Conflicts of interest
11.5.1. To review, at least annually, existing and/or potential conflicts of interest of Directors disclosed to the Company and to develop appropriate processes for managing such conflicts if the Committee considers this to be necessary.
11.6. Board evaluation
11.6.1. To review, on an annual basis, the performance of the Board, the Board's other committees, the Chair of the Board and individual Directors. The Chair of the Board should consider having a regular externally facilitated Board evaluation and this should occur at least every three years.
11.6.2. To monitor each Director's performance and review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning. The Senior Independent Director will lead the appraisal of the Chair of the Board annually.
11.6.3. To review annually the time needed to fulfil the role of Chair of the Board and non-executive Director, undertake an annual performance evaluation to ensure that all Directors have devoted sufficient time to their duties, review each Director's contribution to the work of the Board and review the breadth of experience of the Board as a whole.
12. REPORTING PROCEDURES
12.1. The Chair of the Committee will report to the Board after each meeting on how the Committee has discharged its responsibilities, identifying any matters in respect of which it considers that particular action is needed and making recommendations as required.
12.2. A report on the Committee's activities will be disclosed in the Annual Report including:
12.2.1. a description of the process used in relation to Board appointments and of the approach to succession planning, and how both support the development of a diverse pipeline;
12.2.2. a description of how the Board performance evaluation has been conducted, the nature and extent of any external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;
12.2.3. a description of any initiatives in relation to diversity and inclusion, their objectives and linkage to Company strategy, how they have been implemented and progress on achieving the objectives; and

12.2.4. where the Committee has appointed an external search consultancy, the consultants should be identified in the Annual Report alongside a statement about any other connection they have with the Company or individual Directors.

13. OTHER MATTERS

13.1. The Committee will arrange for periodic review of its own performance.

13.2. The Committee will, at least annually, review these terms of reference and recommend any changes it considers necessary to the Board for approval.